

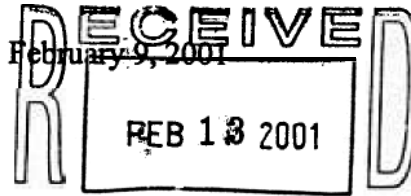
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## Overnight Delivery

Federal Communications Commission  
1270 Fairfield Road  
Gettysburg, Pennsylvania 173257245

Re: **VoiceStream Wireless Corporation**  
FCC Ownership Disclosure Information (FCC Form 602)

To Whom It May Concern:

3

On behalf of **VoiceStream** Wireless Corporation ("**VoiceStream**") and wholly owned subsidiaries, we are enclosing an original (with a faxed signature page) and two copies of an FCC Ownership Disclosure Form (FCC Form 602). We are filing this FCC Form 602 in connection with a long-form application (FCC Form 601) that will be filed shortly by **VoiceStream** PCS BTA I License Corporation, an indirect wholly owned subsidiary of **VoiceStream** and a participant in Auction No. 35. By separate cover, we will supplement this filing with the original signature page.

Please date-stamp the enclosed copy marked "Return Copy" and **return** it to us in the self-addressed stamped envelope provided for that purpose.

Any questions regarding this filing should be directed to undersigned counsel for **VoiceStream**.

Very truly yours,

**Christa** M. Parker  
Admitted to practice in New York only.

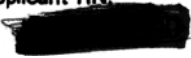
Enclosures

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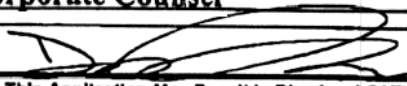
FCC **602**  
Main FormFCC Ownership Disclosure Information for the  
Wireless Telecommunications **Services**Approved by OMB  
3060 - 0799  
See Instructions for  
public burden estimate**Applicant/Licensee Information**

1) First Name (if individual):	MI:	Last Name:	Suffix:
2) Applicant Name (if entity): <b>VoiceStream</b> Wireless Corporation		3) Applicant TIN: 	

**Related FCC Regulated Businesses of Applicant/Licensee (continued)**

4a) Name and address of all FCC Regulated <b>Businesses</b> owned by <b>Applicant/Licensee</b> (use additional sheets, if necessary):	4b) Principal <b>Business</b> :	4c) TIN:	4d) Percent of Interest Held:
<b>VS Washington Corporation and Subsidiaries</b> (see Attachment 2)			
<b>Omnipoint Corporation and Subsidiaries</b> (see Attachment 2)			
<b>VoiceStream Central Communications, Inc.</b> <b>f/k/a Aerial Communications, Inc. and</b> <b>Subsidiaries (see Attachment 2)</b>			
<b>VoiceStream GSM I, LLC f/k/a Cook Inlet/</b> <b>VoiceStream PCS, LLC and Subsidiary</b> <b>(see Attachment 2)</b>			
<b>VoiceStream GSM II, LLC f/k/a Cook Inlet/</b> <b>VS GSM II PCS, LLC and Subsidiaries</b> (see Attachment 2)			
<b>VoiceStream GSM III, LLC f/k/a Cook Inlet/</b> <b>VS GSM M PCS, LLC and Subsidiaries</b> (see Attachment 2)			
<b>Cook Inlet/VoiceStream PV/SS PCS Partners,</b> <b>L.P. and Subsidiary (see Attachment 2)</b>			
<b>Powertel, Inc. and subsidiaries</b> <b>(see Attachment 2)</b>			

**Signature**5) Typed or Printed Name of Party **Authorized to Sign**

First Name: Dan	MI:	Last Name: Menser	Suffix: Esq.
Title: <b>Corporate Counsel</b>			
Signature: 			Date: <b>2/9/01</b>
Failure To Sign This Application May Result In Dismissal Of The Application And Forfeiture Of Any Fees Paid			
WILLFUL FALSE STATEMENTS MADE ON THIS FORM OR ANY ATTACHMENTS ARE PUNISHABLE BY FINE AND/OR IMPRISONMENT (U.S. Code, Title 18, Section 1001) AND/OR REVOCATION OF ANY STATION LICENSE OR CONSTRUCTION PERMIT (U.S. Code, Title 47, Section 312(a)(1)), AND/OR FORFEITURE (U.S. Code, Title 47, Section 503).			

Schedule for Disclosable interest Holders

Disclosable interest Holder information (complete as many as required to describe all disclosable interest holders)

1) Disclosable interest Holder's First Name (individual):	MI:	Last Name:	suffix:
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2) Disclosable interest Holder's Name (if entity):

**Hutchison Telecommunications PCS (USA) Limited**

3) Disclosable interest Holder's TIN:

**N/A (not a U.S. company)**

4) Disclosable Interest Holder's Address: <b>Hutchison House, 10 Harcourt Road, Hong Kong</b>
---

5) Type of interest in Applicant <b>D</b> (refer to Instructions for list)	6) Disclosable interest Holder is a(n): ( <b>C</b> ) (refer to instructions for list of codes):	7) Percent of Interest Held in Applicant: <b>19.80% Equity and 21.92% Voting (See Attachment 1)</b>
8) Disclosable interest Holder's Type of Ownership (refer to instructions for list): <b>C Voting (See Attachment 1)</b>	9) Disclosable interest Holder's Country of Citizenship: <b>British Virgin Islands</b>	

10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant):  <b>The ownership interest is direct. See Attachment 1.</b>
--

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of interest Held:
<b>Besides VoiceStream, no 10% or greater interests in FCC regulated businesses are owned by this disclosable interest holder.</b>			

**Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)**

1) Disclosable interest Holder's First Name (if individual):	MI:	Last Name:	Suffix:
--	-----	------------	---------

2) Disclosable interest Holder's Name (if entity):

**Hutchison Whampoa Limited**

3) Disclosable interest Holder's TIN:

**N/A (not a U.S. company)**

4) Disclosable Interest Holder's Address: <b>Hutchison House, 10 Harcourt Road, Hong Kong</b>			
5) Type of interest in Applicant ( <b>I</b> ) (refer to instructions for list)	6) Disclosable interest Holder is a(n): <b>C</b> (refer to instructions for list of codes):	7) Percent of interest Held in Applicant: <b>19.80% Equity and 21.92% Voting (See Attachment 1)</b>	
8) Disclosable interest Holder's Type of Ownership (refer to instructions for list): <b>C Voting (See Attachment 1)</b>		9) Disclosable interest Holder's Country of Citizenship: <b>Hong Kong</b>	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant):  <b>See Attachment 1.</b>			

**Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)**

IIa) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	IIb) Principal Business:	1 Ic) TIN:	11d) Percent of Interest Held:
<b>Besides VoiceStream, no 10% or greater interests in FCC regulated businesses are owned by this disclosable interest holder.</b>			

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page  
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FCC 602  
Schedule A

FCC Ownership Disclosure Information for the  
Wireless Telecommunications Services

Schedule for Disclosable Interest Holders

Approved by OMB  
3060 -0799  
See instructions for  
public burden estimate

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual):	MI:	Last Name:	Suffix:
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2) Disclosable Interest Holder's Name (if entity):

3) D:

IN:

Telephone and Data Systems, Inc. ("TDS")

4) Disclosable Interest Holder's Address: 30 North LaSalle Street, Suite 400, Chicago, IL 60602		
6) Type of Interest in Applicant (D) (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): (C) (refer to instructions for list of codes):	7) Percent of Interest Held in Applicant: 12.60% Equity and 13.95% Voting (See Attachment 1)
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): C Voting		9) Disclosable Interest Holder's Country of Citizenship: United States
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): The ownership interest is direct. See Attachment 1.		

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11b) Principal Business:	11c) TIN:	11d) Percent of Interest Held:
See TDS' FCC Form 602, filed on Oct. 20, 2000.			

FCC 602 Schedule A  
February 1999 - Page 4

FCC Ownership Disclosure Information for the  
Wireless Telecommunications Services  
Schedule for Disclosable Interest Holders

Approved by OMB  
3060 -0799  
See Instructions for  
public burden estimate

Disclosable Interest Holder Information (complete as many as required to describe all disclosable interest holders)

1) Disclosable Interest Holder's First Name (if individual):	MI:	Last Name:	suffix:
2) Disclosable Interest Holder's Name (if entity): <b>Deutsche Telekom AG ("DT")</b>		3) Disclosable Interest Holder's TIN: <b>N/A (not a U.S. company)</b>	
4) Disclosable Interest Holder's Address: <b>Friedrich-Ebert-Allee 140, 53113 Bonn, Germany</b>			
6) Type of Interest in Applicant <b>D )</b> (refer to Instructions for list)	6) Disclosable Interest Holder is a(n): ( <b>C</b> ) (Aktiengesellschaft organized under the laws of the Federal Republic of Germany)		7) Percent of Interest Held in Applicant: <b>11.07% Equity and 1.53% Voting (See Attachment 1)</b>
8) Disclosable Interest Holder's Type of Ownership (refer to instructions for list): <b>P Voting</b>		9) Disclosable Interest Holder's Country of Citizenship: <b>Federal Republic of Germany</b>	
10) Relationship Description (if the disclosable interest holder is an indirect owner, list path of ownership from indirect owner to the applicant): <b>The ownership interest is direct. See Attachment 1.</b>			

Related FCC Regulated Businesses of Disclosable Interest Holders (repeat for each interest holder identified)

11a) Name and address of all FCC Regulated Businesses owned by Disclosable Interest Holder listed in #3 (use additional sheets, if necessary):	11 b) Principal Business:	11 c) TIN:	11 d) Percent of Interest Held:
<b>See DT's FCC Form 602, filed on Sept. 18, 2000.</b>			

ATTACHMENT 1

OWNERSHIP DISCLOSURE STATEMENT FOR  
**VOICESTREAM WIRELESS CORPORATION**

**VoiceStream** Wireless Corporation ("**VoiceStream**"), a Delaware corporation, submits this updated Federal Communications Commission ("Commission" or "FCC") Form 602 in connection with the filing of FCC Form 601 by its wholly owned subsidiary **VoiceStream** PCS BTA I License Corporation.

In addition to showing **VoiceStream's** current ownership, this form shows **VoiceStream's** ownership as it would exist following the FCC's grant of consent to and closing upon the pending transfer control of Powertel, Inc. ("Powertel") to **VoiceStream**.<sup>1</sup>

The following describes (a) **VoiceStream's** current ownership structure and (b) **VoiceStream's** ownership structure if the **VoiceStream/Powertel** transfer is consummated with the FCC's consent.

I. **CURRENT OWNERSHIP AND CONTROL OF VOICESTREAM**

On a **fully** diluted basis, the following entities currently hold a ten percent or more ownership interest or other interest subject to reporting in **VoiceStream**:<sup>2</sup>

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<sup>1</sup> See IB Docket No. 00-187. On August 26, 2000, Powertel and **VoiceStream** entered into an Agreement and Plan of Reorganization that, on consummation, would render Powertel a wholly owned subsidiary of **VoiceStream**. Closing on this transaction is contingent upon termination of a proposed merger between Deutsche Telekom AG ("**DT**") and **VoiceStream** pursuant to an Agreement and Plan of Merger entered into on July 23, 2000, as amended and restated September 28, 2000. A separate Agreement and Plan of Merger between DT and Powertel was entered into on August 26, 2000, as amended and restated September 28, 2000. In connection with its proposed mergers with **VoiceStream** and Powertel, respectively, DT filed two parallel sets of applications seeking Commission consent to transfers of control of **VoiceStream** and Powertel from their respective shareholders to DT. In the event that the Commission approves the **VoiceStream/DT** transfer of control, the proposed transfer of control from Powertel to **VoiceStream** will not be consummated. However, should the Commission not approve the transfer of control of **VoiceStream** to DT, the transfer of control of Powertel to **VoiceStream** will occur following grant of the FCC's consent.

<sup>2</sup> The equity percentages listed in Section I are based on a denominator of 282,354,615 shares of common stock, treating Deutsche Telekom AG's ("**DT's**") preferred shares on an as-converted basis. The voting percentages are based on a denominator of 255,010,865, which includes only current common shares. Both denominators include the common shares issued on December 14, 2000 to **Cook Inlet** Region, Inc. and on December 15, 2000 to SSPCS Corporation.

A. DEUTSCHE TELEKOM AG ("DT")

DT, a corporation organized under the laws of the Federal Republic of Germany, is headquartered at Friedrich-Ebert-Allee 140, 53113 Bonn, Germany. DT currently holds 3,906,250 shares of **VoiceStream's** preferred stock which may be voted on a 1 :1 basis with **VoiceStream** common stock, giving DT a 1.53% voting interest in **VoiceStream**. Such 3,906,250 preferred shares are convertible at **DT's** option into 31,250,000 shares of common stock, but only in the event that **DT's** proposed merger with **VoiceStream** is terminated. Accordingly, such stock represents an 11.07% equity interest in **VoiceStream** on an as-converted basis. Upon conversion, DT would have the right to appoint two members to **VoiceStream's** Board of Directors, which would then consist of either eighteen or nineteen members (depending upon whether Telephone and Data Systems, Inc. has appointed a Board member at that time), including the two DT appointees.

DT provides local, long distance, mobile telephony, Internet, data, cable television, and other telecommunications and information services in Germany and other foreign countries. Pursuant to Section 214 of the Communications Act, DT is also authorized to provide **facilities-**based and resale services between the U.S. and certain other countries. These services are described in greater detail in the DT-VoiceStream transfer of control application.'

B. HUTCHISON TELECOMMUNICATIONS PCS (USA) LIMITED ("HTPCSL")

HTPCSL, a British Virgin Islands corporation, holds 55,899,252 shares of **VoiceStream's** common stock. Such stock represents a 19.80% equity interest and an 21.92% voting interest in **VoiceStream**.<sup>4</sup>

HTPCSL is a wholly owned subsidiary of Hutchison Whampoa Limited ("**Hutchison**"), a Hong Kong limited liability holding company. HTPCSL, HTHL, and Hutchison are located at Hutchison House, 10 Harcourt Road, Hong Kong.<sup>5</sup> Hutchison is principally engaged in seven core businesses: telecommunications, property, ports, retail, manufacturing, energy and infrastructure. It holds telecommunications interests in Hong Kong, Great Britain, and southeast Asia. Aside from their interests in **VoiceStream**, however, HTPCSL and HTHL hold no other

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<sup>3</sup> See IB Docket No. 00-1 87. The authorized contact for DT in the United States is Hans-Willi **Hefekäuser**, 1020 19th Street, N.W., Suite 850, Washington, D.C., 20036.

<sup>4</sup> These figures include shares held by **HTPCSL's** affiliate, **Hutchison** Telecommunications Holdings (USA) Limited ("**HTHL**").

<sup>5</sup> The authorized contact for **Hutchison**, HTPCSL and HTHL in the United States is David Leach, Dewey Ballantine LLP, 1775 Pennsylvania Avenue, N.W., Washington, D.C., 20006-4605.



interests in FCC-regulated businesses.

C. TELEPHONE AND DATA SYSTEMS, INC. ("TDS")

TDS, a Delaware corporation, currently holds **35,570,494** shares of **VoiceStream** common stock or a 12.60% equity interest and a 13.95% voting interest. **TDS's** principal offices are located at 30 North **LaSalle** Street, Chicago, Illinois 60602.

TDS is a diversified telecommunications company with cellular and **wireline** telephone operations. TDS conducts substantially all of its cellular operations through its 80.7 percent-owned subsidiary, United States Cellular Corporation ("US Cellular"). US Cellular is a publicly traded company with U.S. operations covering 145 managed markets in 26 states (serving **2,602,000** customers as of December 31, 2000). TDS conducts substantially all of its 'wireline telephone business through its wholly owned subsidiary; TDS Telecommunications Corporation ("TDS Telecom"). As of December 31, 1999, TDS Telecom operated 104 Incumbent Local Exchange Carrier telephone companies serving 571,700 access lines in 28 states. TDS Telecom also offers services as a Competitive Local Exchange Carrier serving 74,100 access lines.

D. OTHER INTERESTS

Based on the criteria set forth in Section **1.2112(a)** of the Commission's Rules, and the Wireless Telecommunications Bureau's May **25, 1999**, Public Notice clarifying information to be disclosed on FCC Form **602**,<sup>6</sup> there are no officers or directors of **VoiceStream** who have disclosable interests in **VoiceStream**. Out of an abundance of caution, however, **VoiceStream** provides additional information regarding the officers and directors listed below, either because they represent (but do not control) shareholder interests of 10 percent or greater on VoiceStream's Board of Directors or because they are key management personnel within **VoiceStream**.

1. Canning K.N. Fok -- Mr. Fok is a member of **VoiceStream's** Board of Directors. Mr. Fok is Hutchison's Group Managing Director. He is also Chairman of Hutchison Telecommunications (Australia) Limited and Partner Communications Company Ltd., Deputy Chairman of Cheung Kong Infrastructure Holdings Limited and Hongkong Electric Holdings Limited and Director of Cheung Kong (Holdings) Limited. Mr. Fok is a citizen of the United Kingdom, and his principal business office is located at Hutchison House, 10 Harcourt Road, Hong Kong. As an officer of Hutchison and affiliates thereto, he represents **VoiceStream** common stock held by HTPCSL and HTHL and, indirectly, by Hutchison.

2. Susan M.F.W. Chow and Frank J. Sixt -- Ms. Chow and Mr. Sixt became

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<sup>6</sup> See Wireless Telecommunications Bureau Answers Frequently Asked Questions Concerning Reporting of Ownership Information on FCC Form 602, Public Notice, DA 99-1001 (May 25, 1999).

members of **VoiceStream's** Board of Directors following the Omnipoint merger. **Both** also serve as Executive Directors of **Hutchison**, Executive Directors of Cheung Kong Infrastructure Holdings Limited, and Directors of Hongkong Electric Holdings Limited, tom.com Limited, and Partner Communications Company Limited. Additionally, Mr. Sixt serves as Group Finance Director of **Hutchison**, Director of Cheung Kong (Holdings) Limited and Hutchison Telecommunications (Australia) Limited, and Ms. Chow serves as Deputy Group Managing Director of Hutchison. Ms. Chow and Mr. Sixt are citizens of Hong Kong and Canada, respectively; the principal business office of each is located at Hutchison House, 22nd Floor, 10 Harcourt Road, Hong Kong. As officers of Hutchison and **affiliates** thereto, each represents **VoiceStream** common stock held by HTPCSL and HTHL and, indirectly, by **Hutchison**.

3. John W. Stanton -- Mr. Stanton is Chairman of **VoiceStream's** Board of Directors and its Chief Executive Officer. He is a United States citizen with principal business offices at 12920 S.E. 38th Street, Bellevue, Washington 98006.

4. Robert R. Stapleton-- Mr. Stapleton is **VoiceStream's** President and a member of its Board of Directors. He is a United States citizen with principal business offices at 12920 S.E. 38th Street, Bellevue, Washington 98006.

5. Douglas G., Smith-- Mr. Smith is a Vice Chairman of **VoiceStream's** Board of Directors. He is a United States citizen with principal business offices at 12920 S.E. 38th Street, Bellevue, Washington 98006.

6. Donald Guthrie-- Mr. Guthrie is a Vice Chairman of **VoiceStream's** Board of Directors. He is a United States citizen with principal business offices at 12920 S.E. 38th Street, Bellevue, Washington 98006.

No other person or entity holds a 10 percent or more interest, or other disclosable interest, in **VoiceStream**.

## **II. OWNERSHIP AND CONTROL OF VOICESTREAM IF THE POWERTEL TRANSFER IS CONSUMMATED**

The following entities that **currently** hold a ten percent or greater ownership interest or other interest subject to reporting in **VoiceStream** on a fully diluted basis would hold the interests shown below following FCC consent and consummation of the transfers of control of the Powertel subsidiaries to **VoiceStream**.<sup>7</sup>

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<sup>7</sup> The equity and voting percentages listed in Section II are based on the same denominator of **324,313,004** shares of common stock, anticipating the former shareholders of Powertel as shareholders of **VoiceStream** and treating the preferred shares of DT on an as-converted basis.

A. DT

DT holds **3,906,250** convertible preferred shares, which could be converted into **31,250,000** shares of **VoiceStream** voting common stock in the event that DT exercised its conversion option. The converted shares would constitute a 9.64 percent beneficial and voting interest in **VoiceStream**.

B. HTPCSL

HTPCSL holds and would hold **55,899,252** shares of VoiceStream's common stock. As such, **HTPCSL's** stock would constitute 17.25 percent of the voting interests and of the total equity in **VoiceStream**. As noted above, HTPCSL is a direct, wholly owned subsidiary of Hutchison.

C. TDS

TDS holds and would hold **35,570,494** shares of **VoiceStream** common stock, which would constitute a 10.98 percent beneficial and voting interest in **VoiceStream**.

D. OTHER INTERESTS

The other interests set forth in Section **II.D.** above would remain the same.

No other person or entity would hold a 10 percent or more interest, or other disclosable interest, in **VoiceStream**. Applicant will update the information in the instant filing as necessary pursuant to Section 1.919(b) of the rules, or upon Commission request.

## ATTACHMENT 2

### Disclosable Interests of VoiceStream Wireless Corporation

On consummation of its transaction with Powertel, Inc., **VoiceStream** Wireless Corporation will have disclosable interests in the FCC-regulated businesses described in these tables.

#### VS Washington Corporation and Subsidiaries

Name	Principal Business	TIN	Percent of Interest Held
<b>VoiceStream</b> PCS I License L.L.C. 12920 SE 38th Street, Bellevue, WA 98006	commercial mobile radio services (PCS)	[REDACTED]	100%
<b>VoiceStream</b> PCS II License Corporation 12920 SE 38th Street, Bellevue, WA 98006	commercial mobile radio services (PCS)	[REDACTED]	100%
<b>VoiceStream</b> PCS III License Corporation 12920 SE 38th Street, Bellevue, WA 98006	commercial mobile radio services (PCS)	[REDACTED]	100%
<b>VoiceStream</b> PCS BTA I License Corporation 12920 SE 38th Street, Bellevue, WA 98006	commercial mobile radio services (PCS)	[REDACTED]	100%
<b>VoiceStream</b> PCS LMDS Corporation 12920 SE 38th Street, Bellevue, WA 98006	commercial mobile radio services (LMDS)	[REDACTED]	100%
<b>VoiceStream</b> SMR Corporation 12920 SE 38th Street, Bellevue, WA 98006	commercial mobile radio services (SMR)	[REDACTED]	100%
<b>VoiceStream</b> Wireless Corporation 12920 SE 38th Street, Bellevue, WA 98006	International Section 214 Global Resale	[REDACTED]	100%
Iowa Wireless Services Holding Company 312 8 <sup>th</sup> Street, Suite 410, Des Moines, IA 50309	commercial mobile radio services (PCS)	[REDACTED]	38%
<b>NPI-Omnipoint</b> Wireless, L.L.C. 1054 Cass Road, Traverse City, MI 49684	commercial mobile radio services (PCS)	[REDACTED]	20.00%

**VoiceStream Central Communications, Inc. f/k/a Aerial Communications, Inc.  
and Subsidiaries**

Name	Principal Business	TIN	Percent of Interest Held
<b>VoiceStream</b> Central Communications, Inc. f/k/a Aerial Communications, Inc. 12920 SE 38th Street, Bellevue, WA 98006	International Section 214 Resale & Experimental Authority	[REDACTED]	100%
<b>VoiceStream</b> Columbus, Inc. f/k/a APT Columbus, Inc. 12920 SE 38th Street, Bellevue, WA 98006	commercial mobile radio services (PCS) & Experimental Authority	[REDACTED]	100%
<b>VoiceStream</b> Houston, Inc. f/k/a APT Houston, Inc. 12920 SE 38th Street, Bellevue, WA 98006	commercial mobile radio services (PCS) & Experimental Authority	[REDACTED]	100%
<b>VoiceStream</b> Kansas City, Inc. f/k/a APT Kansas City, Inc. 12920 SE 38th Street, Bellevue, WA 98006	commercial mobile radio services (PCS) & Experimental Authority	[REDACTED]	100%
<b>VoiceStream</b> Minneapolis, Inc. f/k/a APT Minneapolis, Inc. 12920 SE 38th Street, Bellevue, WA 98006	commercial mobile radio services (PCS) & Experimental Authority	[REDACTED]	100%
<b>VoiceStream</b> Pittsburgh, L.P. f/k/a APT Pittsburgh L.P. 12920 SE 38th Street, Bellevue, WA 98006	commercial mobile radio services (PCS) & Experimental Authority	[REDACTED]	100%
<b>VoiceStream</b> Tampa/Orlando, Inc. f/k/a APT Tampa/Orlando, Inc. 12920 SE 38th Street, Bellevue, WA 98006	commercial mobile radio services (PCS) & Experimental Authority	[REDACTED]	100%
Wireless Alliance, L.L.C. 1905 Dakota St. SW, Alexandria, MN 56308	commercial mobile radio services (PCS)	[REDACTED]	30%

**Omnipoint Corporation and Subsidiaries**

Name	Principal Business	TIN	Percent of Interest Held
Omnipoint Albany-Schenectady-Glen Falls E License, LLC 12920 SE 38th Street, Bellevue, WA 98006	commercial mobile radio services (PCS)	[REDACTED]	100%
Omnipoint Boston Area DE License, LLC 12920 SE 38th Street, Bellevue, WA 98006	commercial mobile radio services (PCS)	[REDACTED]	100%
Omnipoint Boston D License, LLC 12920 SE 38th Street, Bellevue, WA 98006	commercial mobile radio services (PCS)	[REDACTED]	100%
Omnipoint Boston-Keene D License, LLC 12920 SE 38th Street, Bellevue, WA 98006	commercial mobile radio services (PCS)	[REDACTED]	100%
Omnipoint Buffalo Area DE License, LLC 12920 SE 38th Street, Bellevue, WA 98006	commercial mobile radio services (PCS)	[REDACTED]	100%

Name	Principal Business	TIN	Percent of Interest Held
Omnipoint Buffalo-Glean D License, LLC 12920 SE 38th Street, Bellevue, WA 98006	commercial mobile radio services (PCS)	[REDACTED]	100%
Omnipoint Communications C Operations, LLC 12920 SE 38th Street, Bellevue, WA 98006	International Section 214 Global Resale	[REDACTED]	100%
Omnipoint Communications DEF Operations, LLC 12920 SE 38th Street, Bellevue, WA 98006	International Section 214 Global Resale	[REDACTED]	100%
Omnipoint Communications Inc. 12920 SE 38th Street, Bellevue, WA 98006	Telephone Maintenance & Experimental Authority	[REDACTED]	100%
Omnipoint Communications MB Operations, LLC 12920 SE 38th Street, Bellevue, WA 98006	International Section 214 Global Resale	[REDACTED]	100%
Omnipoint Communications Midwest Operations, LLC 12920 SE 38th Street, Bellevue, WA 98006	International Section 214 Global Resale	[REDACTED]	100% ,
Omnipoint Corporation 12920 SE 38th Street, Bellevue, WA 98006	Experimental Authority	[REDACTED]	100%
Omnipoint DC Area DE License, LLC 12920 SE 38th Street, Bellevue, WA 98006	commercial mobile radio services (PCS)	[REDACTED]	100%
Omnipoint DC-Salisbury D License, LLC 12920 SE 38th Street, Bellevue, WA 98006	commercial mobile radio services (PCS)	[REDACTED]	100%
Omnipoint Little Rock-El Dorado E License, LLC 12920 SE 38th Street, Bellevue, WA 98006	commercial mobile radio services (PCS)	[REDACTED]	100%
Omnipoint Miami E License, LLC 12920 SE 38th Street, Bellevue, WA 98006	commercial mobile radio services (PCS)	[REDACTED]	100%
Omnipoint MI-Indiana Area DE License, LLC 12920 SE 38th Street, Bellevue, WA 98006	commercial mobile radio services (PCS)	[REDACTED]	100%
Omnipoint MI-Indiana-Findlay D License, LLC 12920 SE 38th Street, Bellevue, WA 98006	commercial mobile radio services (PCS)	[REDACTED]	100%
Omnipoint MI-Indiana-Lima D License, LLC 12920 SE 38th Street, Bellevue, WA 98006	commercial mobile radio services (PCS)	[REDACTED]	100%
Omnipoint New England DE License, LLC 12920 SE 38th Street, Bellevue, WA 98006	commercial mobile radio services (PCS)	[REDACTED]	100%
Omnipoint New York D License, LLC 3 Bethesda Metro Center, Suite 400, Bethesda, MD 20814	commercial mobile radio services (PCS)	[REDACTED]	100%
Omnipoint NY MTA License, LLC 12920 SE 38th Street, Bellevue, WA 98006	commercial mobile radio services (PCS)	[REDACTED]	95.59%
Omnipoint Petoskey D License, LLC 12920 SE 38th Street, Bellevue, WA 98006	International Section 214 Global Resale	[REDACTED]	100%
Omnipoint St. Louis DE License, LLC 12920 SE 38th Street, Bellevue, WA 98006	commercial mobile radio services (PCS)	[REDACTED]	100%
Omnipoint Wichita-E. Hutchinson E License, LLC 12920 SE 38th Street, Bellevue, WA 98006	commercial mobile radio services (PCS)	[REDACTED]	100%

**Cook Inlet/VoiceStream PV/SS PCS Partners, L.P. and Subsidiary**

Name	Principal Business	TIN	Percent of Interest Held
Cook Inlet/VoiceStream PV/SS PCS Partners, L.P. 12920 SE 38th Street, Bellevue, WA 98006	commercial mobile radio services (PCS)	[REDACTED]	60%
VoiceStream PV/SS PCS, L.P. f/k/a Cook Inlet/VoiceStream PV/SS PCS, L.P. 12920 SE 38th Street, Bellevue, WA 98006	commercial mobile radio services (PCS)	[REDACTED]	79.96%

**VoiceStream GSM I, LLC f/k/a Cook Inlet/VoiceStream PCS, LLC #&Subsidiary**

Name	Principal Business	TIN	Percent of Interest Held
VoiceStream GSM I, LLC f/k/a Cook Inlet /VoiceStream PCS, LLC 12920 SE 38th Street, Bellevue, WA 98006	commercial mobile radio services (PCS)	[REDACTED]	80.01%
VoiceStream GSM I License Company, LLC f/k/a Cook Inlet/VoiceStream License Company LLC 12920 SE 38th Street, Bellevue, WA 98006	commercial mobile radio services (PCS)	[REDACTED]	80.01%

**VoiceStream GSM II, LLC f/k/a Cook Inlet/VS GSM II PCS, LLC and Subsidiaries**

VoiceStream GSM II, LLC f/k/a Cook Inlet/VS GSM II PCS, LLC 12920 SE 38th Street, Bellevue, WA 98006	commercial mobile radio services (PCS)	[REDACTED]	100%
Omnipoint Atlantic City License, LLC 12920 SE 38th Street, Bellevue, WA 98006	commercial mobile radio service (PCS)	[REDACTED]	100%
Omnipoint Dover License, LLC 12920 SE 38th Street, Bellevue, WA 98006	commercial mobile radio service (PCS)	[REDACTED]	100%
Omnipoint Philadelphia License LLC 12920 SE 38th Street, Bellevue, WA 98006	commercial mobile radio service (PCS)	[REDACTED]	100%

**VoiceStream GSM III, LLC f/k/a Cook Inlet/VS GSM III PCS, LLC and Subsidiaries**

<b>VoiceStream</b> GSM III, LLC f/k/a Cook Inlet/VS GSM III PCS, LLC 12920 SE 38th Street, <b>Bellevue</b> , WA 98006	commercial mobile radio service (PCS)	[REDACTED]	100%
<b>VoiceStream</b> PA I, LLC f/k/a CIVS PA I, LLC 12920 SE 38th Street, <b>Bellevue</b> , WA 98006	commercial mobile radio service (PCS)	[REDACTED]	100%
<b>VoiceStream</b> PA II, LLC f/k/a CIVS PA II, LLC 12920 SE 38th Street, <b>Bellevue</b> , WA 98006	commercial mobile radio service (PCS)	[REDACTED]	100%
<b>VoiceStream</b> PA III, LLC f/k/a CIVS PA III, LLC 12920 SE 38th Street, <b>Bellevue</b> , WA 98006	commercial mobile radio service (PCS)	[REDACTED]	100%
<b>D&amp;E/Omnipoint</b> Wireless Joint Venture, L.P. 4139 Oregon Pike, Ephrata, PA 17522	commercial mobile radio services (PCS) and International Section 214 Global Resale	[REDACTED]	50%
Omnipoint Philadelphia-E. Lancaster E License, <b>LLC</b> 12920 SE 38th Street, <b>Bellevue</b> , WA 98006	commercial mobile radio services (PCS) and International Section 214 Global Resale	[REDACTED]	50%

**Powertel, Inc. and Subsidiaries**

Name	Principal Business	TIN	Percent of Interest Held
Powertel, Inc. 1239 O.G. Skinner Drive, West Point, GA 31833	commercial mobile radio services (PCS) and international resale	[REDACTED]	100%
Powertel Atlanta Licenses, Inc. 1239 O.G. Skinner Drive, West Point, GA 31833	commercial mobile radio services (PCS) and international resale	[REDACTED]	100%
<b>Powertel</b> Birmingham Licenses, Inc. 1239 O.G. Skinner Drive, West Point, GA 31833	commercial mobile radio services (PCS) and international resale	[REDACTED]	100%
Powertel Jacksonville Licenses, Inc. 1239 O.G. Skinner Drive, West Point, GA 31833	commercial mobile radio services (PCS) and international resale	[REDACTED]	100%
<b>Powertel</b> Kentucky Licenses, Inc. 1239 O.G. Skinner Drive, West Point, GA 31833	commercial mobile radio services (PCS) and international resale	[REDACTED]	100%
<b>Powertel</b> Knoxville Licenses, Inc. 1239 O.G. Skinner Drive, West Point, GA 31833	commercial mobile radio services (PCS) and international resale	[REDACTED]	100%
<b>Powertel</b> Memphis Licenses, Inc. 1239 O.G. Skinner Drive, West Point, GA 31833	commercial mobile radio services (PCS) and international resale	[REDACTED]	100%
Powertel Nashville Licenses, Inc. 1239 O.G. Skinner Drive, West Point, GA 31833	commercial mobile radio services (PCS) and international resale	[REDACTED]	100%